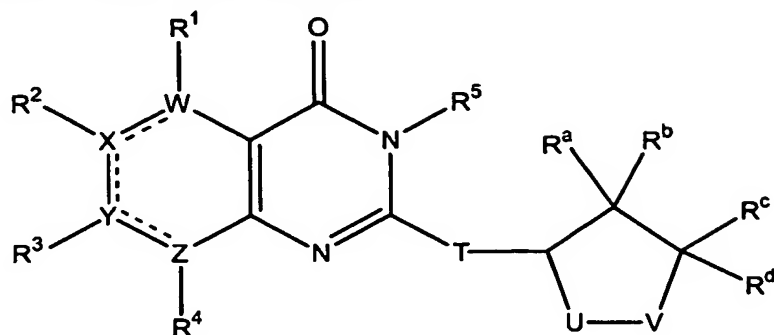


3. The compound of Claim 2 comprising one or more of the following:
R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;
R⁵ is benzyl or substituted benzyl;
no more than one of R^a to R^h is other than hydrogen;
U-V is -N(R⁶)-CR^eR^f-CR^gR^h- or -CR^eR^f-N(R⁶)-CR^gR^h-; and
R⁶ is optionally substituted acyl.
4. The compound of Claim 3 comprising one or more of the following:
R¹, R², R³ and R⁴ are hydrogen, or three of R¹, R², R³ and R⁴ are hydrogen and the fourth is halo, methoxy, methyl or cyano;
R⁵ is benzyl;
R^a to R^h are hydrogen;
U-V is -N(R⁶)-CR^eR^f-CR^gR^h-; and
R⁶ is p-methyl-benzoyl.
5. The compound of Claim 4 where: R¹, R² and R⁴ are hydrogen and R³ is hydrogen or chloro.
6. The compound of Claim 5 where:
R⁵ is benzyl;
U-V is -N(R⁶)-CH₂-CH₂-; and
R⁶ is p-methyl-benzoyl.
7. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-pyrrolidin-2-yl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-3-yl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-4-yl]-3H-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3H-quinazolin-4-one.
8. The compound of Claim 7 that is an (R)-enantiomer.

9. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3*H*-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3*H*-quinazolin-4-one.
10. The compound of Claim 9 that is an (R)-enantiomer.
11. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3*H*-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3*H*-quinazolin-4-one,
especially the (R)- enantiomers thereof.
12. The compound of Claim 11 that is an (R)-enantiomer.
13. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-12.
14. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-12 to a patient suffering from a cellular proliferative disease.
15. The method of Claim 14 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
16. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
17. A kit comprising a compound of any of Claims 1-12 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

18. A compound of the group represented by Formula II:



Formula II

where:

the dashed line indicates that the corresponding bond may be a single bond or a double bond;

T is a covalent bond or optionally substituted lower alkylene;

U-V is chosen from $-N(R^6)-CR^eR^f-$, $-CR^eR^f-N(R^6)-$, $-N(R^6)-CR^eR^f-CR^gR^h-$, $-CR^eR^f-N(R^6)-CR^gR^h-$, and $-CR^eR^f-CR^gR^h-N(R^6)-$;

W, X and Y are independently $-N=$, N, $-C=$, CH, CR^i , O or S;

Z is $-N=$, N, $-C=$, CH, CR^i or is absent, provided that:

no more than two of W, X, Y and Z are $-N=$, and

W, X or Y can be O or S only when Z is absent;

R^i is alkyl, alkoxy, halogen, cyano or substituted alkyl;

R^a , R^b , R^c , R^d , R^e , R^f , R^g and R^h are independently chosen from hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

R^1 , R^2 , R^3 , and R^4 are independently chosen from hydrogen, alkyl, alkoxy, halogen, cyano and substituted alkyl;

R^5 is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, substituted alkyl, substituted aryl, substituted aralkyl, substituted heteroaryl or substituted heteroaralkyl; and

R^6 is chosen from hydrogen, acyl, alkyl, aryl, aralkyl, heteroaryl, substituted acyl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl; provided that R^1 , R^2 , R^3 or R^4 is absent where W, X, Y or Z, respectively, is $-N=$, O, S or absent;

or a pharmaceutically acceptable salt or solvate thereof.

19. The compound of Claim 18 comprising one or more of the following:

T is a covalent bond, C_1 to C_4 alkylene or C_1 to C_4 alkylene substituted with halo or oxo;

W, X, Y and Z are independently -C= or -N=;

R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R⁵ is aralkyl or substituted aralkyl;

R^a to R^h are independently hydrogen, lower alkyl or substituted lower alkyl;

U-V is -N(R⁶)-CR^eR^f-CR^gR^h-, -CR^eR^f-N(R⁶)-CR^gR^h- or -CR^eR^f-CR^gR^h-N(R⁶)-;

R⁶ is optionally substituted aralkyl or optionally substituted acyl; and
is an (R)-enantiomer.

20. The compound of Claim 19 comprising one or more of the following:

T is a covalent bond or C₁ to C₄ alkylene;

R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R⁵ is benzyl or substituted benzyl;

no more than one of R^a to R^h is other than hydrogen;

U-V is -N(R⁶)-CR^eR^f-CR^gR^h- or -CR^eR^f-N(R⁶)-CR^gR^h-; and

R⁶ is optionally substituted acyl.

21. The compound of Claim 20 comprising one or more of the following:

T is a covalent bond;

R¹, R², R³ and R⁴ are hydrogen, or three of R¹, R², R³ and R⁴ are hydrogen and the fourth is halo, methoxy, methyl or cyano;

R⁵ is benzyl;

R^a to R^h are hydrogen;

U-V is -N(R⁶)-CR^eR^f-CR^gR^h-; and

R⁶ is p-methyl-benzoyl.

22. The compound of Claim 21 where:

T is a covalent bond;

R¹, R² and R⁴ are hydrogen and R³ is hydrogen or chloro;

R⁵ is benzyl;

U-V is -N(R⁶)-CH₂-CH₂-; and

R⁶ is p-methyl-benzoyl.

23. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 18-22.
24. A method of treatment comprising administering an effective amount of a compound of any of Claims 18-22 to a patient suffering from a cellular proliferative disease.
25. The method of Claim 24 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
26. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 18 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
27. A kit comprising a compound of any of Claims 18-22 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.